



AGRICORE CS HOLDINGS BERHAD

Registration No. 202301018008 (1511930-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting of the Company will be held at Iconic 1, Level 7, The Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Pulau Pinang on Thursday, 22 May 2025 at 11:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the year ended 31 December 2024 together with the Reports of the Directors and of the Auditors thereon. (Please refer to Note A)
2. To approve the Directors' Fee of up to RM136,000/- for the period from 1 June 2025 until the next Annual General Meeting ("AGM") of the Company and payment of such Fee to the Non-Executive Directors. (Resolution 1)
(Please refer to Note B)
3. To approve the other benefits (excluding Directors' Fee) payable to Non-Executive Directors of up to RM11,750/- for the period from 1 June 2025 until the next AGM of the Company. (Resolution 2)
4. To re-elect the following Directors retiring under Paragraph 102(1) of the Constitution of the Company and who, being eligible offer themselves for re-election:- (Please refer to Note C)
 - a. Mr. Oon Boon Khong (Resolution 3)
 - b. Ms. Koay Hooi Lynn (Resolution 4)
5. To appoint Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration:- (Resolution 5)

Notice of Nomination pursuant to Section 271(1) of the Companies Act 2016, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs. TGS TW PLT for appointment as Auditors of the Company in place of the retiring Auditors, Messrs. Crowe Malaysia PLT and of the intention to move the following motion to be passed as an Ordinary Resolution:-
"THAT Messrs. TGS TW PLT be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs. Crowe Malaysia PLT to hold office until the conclusion of the next Annual General Meeting AND THAT authority be and is hereby given for the Directors to determine their remuneration."
6. To consider and if thought fit, to pass the following resolution:-
Ordinary resolution
 - a. Authority to issue shares (Resolution 6)
(Please refer to Note D)

"That pursuant to Companies Act 2016 ("the Act") and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deems fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
7. To transact any other business of which due notice shall have been given in accordance with the Act.

By Order of the Board
HOW WEE LING MAICSA 7033850 / SSM PC NO. 202008000869
OOI EAN HOON MAICSA 7057078 / SSM PC NO. 202008000734
Secretaries

Penang
23 April 2025

Proxy:-

- a) For the purpose of determining a member who shall be entitled to attend and vote at this 2nd AGM, the Company shall be requesting the Record of Depositors as at 16 May 2025. Only a depositor whose name appears on the Record of Depositors as at 16 May 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- b) A member of the Company (Except an Exempt Authorised Nominee) shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- c) Where a member of the Company is an Exempt Authorised Nominee which holds Ordinary Shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- d) The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy shall be either under its common seal or under the hand of its officer or attorney duly authorised.
- e) The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online website at <https://ti.hk.online>. All proxy forms submitted must be received by the Share Registrar of the Company not less than not less than twenty-four (24) hours before the time set for holding the 2nd AGM (i.e. by Wednesday, 21 May 2025 at 11.00 a.m.) or any adjournments thereof.

Explanatory note on Ordinary and Special Business:-

- A. This Agenda item 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. The Ordinary Resolution 1 is to facilitate payment of Directors' fees for the period from 1 June 2025 until the next AGM. The Directors' Fee of up to RM136,000 was calculated with 13-month provision, based on RM2,500 per director per month (June 2025 to December 2025) and RM2,750 per director per month (January 2026 to June 2026).
- C. The Board through the Nomination Committee had undertaken an annual assessment on the Directors. Mr. Oon Boon Khong (Managing Director / CEO) and Ms. Koay Hooi Lynn (Independent Non-Executive Director) whom are seeking for re-election pursuant to Paragraph 102(1) of the Company's Constitution, at the 2nd AGM. Ms. Koay Hooi Lynn has also provided her annual declaration/confirmation of independence accordingly. The Board and the Nomination Committee are satisfied with their performance assessment i.e. meeting attendances, participated actively and contributed positively during deliberations or discussions at Board Meetings, competency and capability, understanding of their roles and responsibilities. Thus, the Board recommended that the approval of the shareholders be sought for the re-election of the said Directors at the 2nd AGM. The information of the Directors' standing for re-election is set out in "Profile of Directors" of the Annual Report 2024.
- D. The proposed Resolution No. 6 [Item 6 (a)], if passed, will grant a new general mandate (Mandate 2025) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The Mandate 2025 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.